



Constitution

of the Australian Rural Health Education Network Limited

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PART I – THE COMPANY

1. COMPANY LIMITED BY GUARANTEE

Constitution

1.1 This document, amended from time to time in accordance with the Act, is the Constitution of the Australian Rural Health Education Network Limited (“**ARHEN**”).

Company limited by guarantee

1.2 The Company is a company limited by guarantee.

Members’ liability limited

1.3 The liability of Members is limited.

1.4 Each Member undertakes to contribute to the Company’s property if the Company is wound up—

- (a) while the Member is a Member; or
 - (b) within one year after the Member ceases to be a Member,
- a maximum contribution not exceeding \$5.00 AUD.

2. REPLACEABLE RULES

2.1 The Replaceable Rules in the Act do not apply to the Company.

3. COMPANY’S OBJECTS AND POWERS

3.1 The Company’s Objects are to:

- (a) operate as the peak body for University Departments of Rural Health (“**UDRH**”);
- (b) lead and initiate the rural health agenda in the areas of education and research;
- (c) act as a communication and coordination conduit between the Commonwealth—through its entities including government departments, statutory bodies, and other related organisations—state governments and their entities, non-government organisations, and UDRHs;
- (d) encourage and support meetings between the directors of UDRHs;
- (e) encourage and support meetings between the members of Staff Networks;
- (f) support the development of an evidence base for accessible and sustainable health services; and
- (g) develop the roles of UDRHs in service to the community.

- 3.2 The Company has all the powers set out in the Act to do all things that are necessary, convenient or incidental to carrying out the Company's Objects.

PART II – MEMBERS

4. IDENTIFICATION OF MEMBERS

- 4.1 The Members of the Company are the universities and groups of universities (who act through their respective UDRHs) as listed in Column A of Schedule 1 from time to time.
- 4.2 For the avoidance of doubt, a group of universities listed in Column A of Schedule 1 as forming one 'UDRH' comprises one Member. These universities are deemed to have 'joint membership' of the Company.
- 4.3 If a university is listed in Column C in Schedule 1 as a **Contracting University**, then for the purposes of this Constitution, that university acts on behalf of the other universities that also constitute the relevant Member, and has the power to exercise all membership rights. A Member may have more than one Contracting University.
- 4.4 Where a Member has more than one Contracting University, in the event of any dispute as between the Contracting Universities, the Company will interpret the Contracting University listed first in Column C of Schedule 1 as having the power to exercise the rights of the Member.
- 4.5 To maintain membership of the Company, a university (or group of universities) must be associated with a UDRH.
- 4.6 A reference below to a university is also a reference to a group of universities.

5. MEMBERSHIP FEES

- 5.1 The Board may prescribe from time to time:
- (a) the amount of any annual membership fees to be payable by Members;
 - (b) the amount of any initial membership fees payable on application for Membership; and
 - (c) the time and manner of payment of any such membership fees; and
 - (d) that certain Members are exempt from paying membership fees for a particular period of time.
- 5.2 If the Board has prescribed that a membership fee is payable, and the fee or any part of it remains unpaid for 60 days after it becomes payable, the Board may give the Member a notice of default:
- (a) requiring the Member to pay the unpaid membership fee within the time determined by the Board and specified in the notice; and
 - (b) informing the Member that their rights as a Member or those of their Representative may be suspended and they may be removed from Membership if the membership fee remains unpaid within the time specified in the notice.

5.3 If any membership fee or any part of it payable by a Member remains unpaid after the time specified in a notice given to the Member under rule 5.2, the Board may, in its absolute discretion and without any further recourse to the Member, suspend their rights as a Member or those of their representative, or remove them from Membership.

5.4 A Member who resigns or is removed from Membership or otherwise ceases to be a Member is not entitled to any refund of any membership fees.

6. REPRESENTATIVES

6.1 Each Member will choose an employee of the associated UDRH to be that Member's **Representative**.

6.2 When choosing whom to nominate as a Representative, the Member must:

- (a) only consider people who are either:
 - (i) directors of that UDRH;
 - (ii) nominees of a director of that UDRH; or
 - (iii) another senior and appropriately qualified employee of the UDRH; and
- (b) consider the Company's Objects and only choose a person appropriately qualified and placed to achieve and promote the Company's Objects;

6.3 The Board must approve each nomination before a person becomes a Representative.

6.4 The Member may remove their Representative from office by written notice to the Chief Executive Officer.

6.5 If a Representative is removed under rule 6.4, the Member may appoint another person to take that Representative's place (provided they meet the requirements of rules 6.1 to 6.3 above).

6.6 The Representative serves two roles:

- (a) as the representative for the Member at member meetings; and
- (b) (if approved by the Board pursuant to rule 6.3) as a Director.

7. NEW MEMBERS

Who is entitled to become a Member?

7.1 If the Commonwealth Government funds a new UDRH, the university which is associated with that UDRH is entitled to become a Member (provided they pay the relevant membership fee).

Membership invitations

7.2 The Directors:

- (a) may, on their own initiative, invite any university described in rule 7.1 to become a new Member; and

- (b) must invite a university to become a new Member or part of an existing Member (as the case may be) if a UDRH notifies the Company of that UDRH's association with that university.

When a university becomes a Member

- 7.3 If a university accepts a membership invitation made under rule 7.2, it must provide the Chief Executive Officer with written acceptance of the invitation.
- 7.4 A university becomes a new Member or part of an existing Member (as the case may be) when the university has paid the relevant membership fee (if the university is becoming a new Member) and the Chief Executive Officer enters its Member Details in the Members Register.

Nominating a Representative when a new UDRH is created

- 7.5 If the Commonwealth Government funds a new UDRH, then as soon as practicable after the associated university accepts its membership invitation, the Member must nominate a Representative in accordance with rule 6.

8. CESSATION OF MEMBERSHIP

- 8.1 A Member may resign as a Member at any time by giving the Chief Executive Officer written notice of the resignation. The resignation is effective when the Chief Executive Officer receives the written notice, or, if the Member nominates a date, that date.
- 8.2 A Member automatically ceases to be a Member on the date the Member or its associated UDRH ceases to exist.
- 8.3 If a university (within a group of universities) listed in Column A of Schedule 1 ceases to comprise the UDRH, then that university will cease to be a Member of the Company, but all other universities within that group will continue as a joint Member.

9. MEMBERS REGISTER

- 9.1 The Chief Executive Officer will maintain a register ("**Members Register**") that contains the Member Details of each current Member, and each former Member that has stopped being a Member within the previous 7 years.
- 9.2 The Member Details are:
 - (a) the name and address of the relevant university (or group of universities);
 - (b) the name and address of the relevant UDRH;
 - (c) the name and address of the relevant Representative;
 - (d) the date(s) the Member's details were entered into the Members Register; and
 - (e) for former Members—the date on which the former Member stopped being a Member.

- 9.3 The Member Details must be recorded in the Members Register. Other information may be recorded in the Members Register.
- 9.4 The Chief Executive Officer will notify the relevant corporate regulator of the changes to any Member's Member Details that the Company is required to report to the corporate regulator.

PART III – DIRECTORS

10. WHO ARE THE DIRECTORS?

- 10.1 Provided the approval in rule 6.3 has been obtained, the Directors of the Company are the Representatives from time to time.

11. TERM

- 11.1 A Director holds office as a Director as long as he or she is a Representative.

12. VACATION OF OFFICE

- 12.1 A Director will cease to be a Director if:

- (a) the Director is absent from three consecutive Board meetings without being excused by a member of the Executive; or
- (b) the Director or the Member it represents is directly or indirectly interested in a contract that the Company enters or proposes to enter and the Director fails to declare that interest at a Board meeting as soon as practicable; or
- (c) the Director ceases to be a Representative for any reason.

- 12.2 If a person ceases to be a Director, the relevant Member must nominate a new Representative as soon as practicable unless the reason for cessation is that the relevant UDRH has ceased to be a Member.

13. DIRECTOR'S POWERS

- 13.1 Any two Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument after Board approval.
- 13.2 The Directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
- 13.3 The Company may execute a document without using a common seal in any way prescribed by law, including through technology neutral means (sections 110 and 110A of the Corporations Act) and in accordance with sections 126 and 127 of the Corporations Act.
- 13.4 The Board may delegate any of its powers and functions, except this power to delegate, to a director, multiple directors, a committee or the management team of the Company, this includes financial delegations.

- 13.5 The delegation may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as the Board deems fit. These conditions or limitations may be prescribed in a by-law or a policy approved by the Board.
- 13.6 The Board may revoke wholly or in part any delegation at any time.
- 13.7 An Alternate Director (in place of a Director who possesses delegated power) will also possess the relevant delegated power.
- 13.8 The delegation, any conditions or limitations, or the revoking of the delegation must be recorded in the Company's minutes.

PART IV – BOARD OF DIRECTORS

14. ROLE OF THE BOARD

14.1 The Board will:

- (a) promote the Company's Objects;
- (b) articulate the Company's vision and values;
- (c) exercise due diligence, ethical corporate conduct, and prudent fiscal management of the Company; and
- (d) ensure compliance with the Company's obligations and monitor risk.

15. RESPONSIBILITIES OF THE BOARD

15.1 The Board will:

- (a) develop a Strategic Plan;
- (b) review the Company's progress against the Strategic Plan;
- (c) approve and monitor annual budget targets; and
- (d) develop the Company's policies on key issues.

15.2 The Board will undertake its responsibilities in rule 15.1 in a manner consistent with the Company's Objects.

16. EXECUTIVE COMMITTEE

Composition of the Executive

16.1 There will be four positions on the Executive: the Chair, the Deputy Chair, the Treasurer, and the Immediate Past Chair. A person who has a position on the Executive is referred to below as an "officeholder".

Role of the Executive

16.2 The Executive will:

- (a) provide an accessible forum outside Board meetings for urgent decision-making;
- (b) make recommendations on matters on which the Board requests advice or a response;
and
- (c) act as a finance committee on behalf of the Board.

Election of the Executive

- 16.3 The election for positions on the Executive will be held:
- (a) at the annual general meeting; or
 - (b) at the first Board meeting after a vacancy arises on the Executive.
- 16.4 The Chief Executive Officer will call for nominations for available positions on the Executive at least 3 weeks before the annual general meeting or from time-to-time when a vacancy arises.
- 16.5 Nominations for election to the Executive—
- (a) if made before the election is listed as an item on the agenda for the relevant Board meeting—must be made in writing, accompanied by the candidate’s written consent, and given to the Chief Executive Officer; or
 - (b) if the election has already been listed as an item on the agenda for the relevant Board meeting—may be invited from the floor at the relevant Board meeting.
- 16.6 If only one Director is nominated for an office—provided that Director is not disqualified from election to that position—then that Director will be appointed to the relevant position by default.
- 16.7 The incumbent Deputy Chair will become the Chair by default if no Director is nominated for the position of Chair.
- 16.8 If no nominations are received for the position of Treasurer, the Board will vote on whom to appoint to that office.
- 16.9 All positions that are up for election at an annual general meeting are vacated immediately prior to the commencement of that annual general meeting.
- 16.10 An election or appointment to the Executive takes effect after the close of the Board meeting at which the election took place or the appointment was confirmed.
- 16.11 Once elected or appointed, the Treasurer and Deputy Chair hold their offices until the annual general meeting following the date of their election.
- 16.12 A Director is elected to the position of Chair for a term of two years. If, however, the Board determines, subject to the Company’s Objects, that it is in the Company’s interests that a Director continue as Chair for a further specified period, the Board can decide, by a vote, that the Director continue as Chair for that specified period.

- 16.13 A Director, other than the position of Chair, can be elected to the same Executive position for a second consecutive term. If, however, the Board determines, subject to the Company's Objects, that it is in the Company's interests that a Director continue in the same Executive position for a further specified period, the Board can decide, by a vote, that the Director continue in that same Executive position for that specified period.
- 16.14 The Immediate Past Chair is the Director who held the position of Chair immediately prior to the election of the incumbent Chair.
- 16.15 If the Director described in rule 16.14 as the Immediate Past Chair is no longer a Director, then the position of Immediate Past Chair will remain vacant until there is a Director who fits the description in rule 16.14.
- 16.16 The Immediate Past Chair will remain on the Executive for the period of time agreed between the Chair and the Immediate Past Chair or—failing their agreement— determined by the Board.
- 16.17 The Chair and Immediate Past Chair are not eligible to hold more than one position on the Executive simultaneously.
- 16.18 A Director may simultaneously hold the position of Treasurer and Deputy Chair if that Director obtains the Board's prior permission. If a Director holds both positions and is subsequently appointed Chair by default under rule 16.7, that Director must resign as Treasurer and a new Treasurer must be elected as soon as practicable.

Role of the Chair

- 16.19 The Chair will:
- (a) lead the Company to achieve the Company's Objects;
 - (b) oversee the governance and proper management of Board meeting;
 - (c) encourage all Directors to contribute to discussions;
 - (d) maintain regular contact with the Chief Executive Officer and remain up-to-date on the activities of the National Office; and
 - (e) facilitate communication between the Board and the Chief Executive Officer.

Role of the Deputy Chair

- 16.20 The Deputy Chair will stand in for the Chair as required.

Role of the Treasurer

- 16.21 The Treasurer will:
- (a) keep correct accounts and books showing the Company's financial affairs, with full details of all receipts and expenditure connected with the Company's activities;
 - (b) work with the Chief Executive Officer to ensure that appropriate financial reports are made available to the Board on a required basis;

- (c) chair a meeting of the Executive at least three weeks before each Board meeting to review financial reporting in preparation for reporting to the Board at the upcoming Board meeting;
- (d) present the annual budget to the Board for approval; and
- (e) review the annual audit and answer Directors' queries about the audit.

Purpose of the Immediate Past Chair's position on the Executive

16.22 The Immediate Past Chair remains on the Executive to ease the transition between Chairs and to ensure as little disruption as possible to the Company's commitments and initiatives.

17. BOARD MEETINGS

Frequency

- 17.1 Each calendar year, there will be at least four Board meetings. The Board may otherwise meet for the dispatch of business and may regulate its meetings as it thinks fit (including the use of technology to call and hold such meetings).
- 17.2 Ideally, the Board will hold at least one face-to-face Board meeting in each calendar year to be held in a regional area and hosted by a Member.

Extraordinary meetings

- 17.3 The Board must, if requested in writing by not less than 25% of the Directors, call an extraordinary meeting of the Directors.
- 17.4 A request by Directors for an extraordinary meeting—
 - (a) must state the purpose(s) of the extraordinary meeting; and
 - (b) must be signed by the Directors; and
 - (c) must be lodged with the Chief Executive Officer.

Schedule of Board meetings

17.5 The Chief Executive Officer will prepare a schedule of all regular general Board meetings for the upcoming calendar year, and submit this to the Board for approval before the close of the current calendar year.

Notice of Board meetings

17.6 Except if the nature of the business proposed to be dealt with at a general Board meeting or an extraordinary Board meeting requires a special resolution, the Chief Executive Officer must, at least 7 days before the date fixed for the Board meeting, advise each Director of the place, date and time of the Board meeting and the nature of the business to be dealt with at the Board meeting.

- 17.7 If the nature of the business proposed to be dealt with at a general Board meeting or extraordinary Board meeting requires a special resolution, the Chief Executive Officer must, at least 21 days before the date fixed for the holding of the Board meeting, send notice to each Director specifying, in addition to the details required under rule 17.6, the intention to propose the resolution as a special resolution.

Attendance at Board meetings

- 17.8 Directors are expected to attend all Board meetings in person unless exceptional circumstances prevent a Director attending.
- 17.9 If exceptional circumstances prevent a Director attending a Board meeting in person, the Director may:
- (a) attend the Board meeting by teleconference or videoconference; or
 - (b) appoint an Alternate Director; or
 - (c) seek to be excused from attending by a member of the Executive.

Presence at Board meetings

- 17.10 For the avoidance of doubt, a Director is considered "present" at a Board meeting if that Director:
- (a) attends the Board meeting by teleconference or videoconference; or
 - (b) appoints an Alternate Director and that Alternate Director attends the Board meeting in person.

Alternate Directors

- 17.11 A Director who nominates an Alternate Director must advise the Chief Executive Officer of the Alternate Director's details at least 24 hours before the relevant Board meeting and must provide the Alternate Director's consent to act and director identification number.
- 17.12 A person is not eligible to be nominated as an Alternate Director unless they fulfil the eligibility criteria of a Director under this Constitution.
- 17.13 A person is also not eligible to be nominated as an Alternate Director if they do not comply with the requirements to be a Director under the Act, or are otherwise disqualified under the Act.
- 17.14 The appointing Director may terminate the Alternate Director's appointment at any time by notice in writing to the Chief Executive Officer.

Quorum of Directors

- 17.15 The quorum for a Board meeting is a simple majority of the total number of Directors holding office at the time of the Board meeting. The quorum must be present at all times during the Board meeting.
- 17.16 If a quorum is not present at a Board meeting, that Board meeting is dissolved.

Voting

- 17.17 A resolution at a Board meeting must be passed by a simple majority of the votes cast by the Directors entitled to vote on the resolution.
- 17.18 In the case of a deadlock, the Chair has the casting vote, if necessary, in addition to any vote that the Chair has in his or her capacity as a Director.
- 17.19 The Chief Executive Officer does not have a vote, even if he or she is chairing a meeting as required under rule 17.26(b).
- 17.20 A challenge to a right to vote at a Board meeting may only be made at that Board meeting and must be determined by the Chair, whose decision is final.

Passing resolutions without a Board meeting

- 17.21 The Directors may pass a resolution without holding a Board meeting if each Director entitled to vote on the resolution signs a document (a "**resolution document**") containing:
- (a) the text of the resolution; and
 - (b) a statement that that Director is or those Directors are in favour of the resolution.
- 17.22 For the purpose of rule 17.21, the Directors do not need to sign the same resolution document provided each Director signs a document that meets the requirements of rule 17.21. If there is more than one resolution document, the wording of the resolution must be identical in all copies.
- 17.23 The resolution is passed when the last Director signs a resolution document.
- 17.24 If a Director sends an email to the Chief Executive Officer setting out the items in rule 17.21, that Director will be deemed to have "signed" a resolution document for the purpose of rules 17.21-17.23.

Chairing Board meetings

- 17.25 The Board must elect a Director present to chair a Board meeting or part of it if both the Chair and Deputy Chair are not present or decline to act for the Board meeting or part of it.
- 17.26 If a new Chair is to be elected at a Board meeting, the following apply:
- (a) the Board must choose a Director to chair that Board meeting, subject to the following:
 - (i) the Director that the Board chooses cannot be running at that Board meeting for election to any position on the Executive; and
 - (ii) preference should be given to Directors who are officeholders immediately prior to that Board meeting, including the Chair.
 - (b) if all Directors present are nominated for a position on the Executive, the Chief Executive Officer will have the responsibility of chairing that Board meeting.

Guests & Observers

- 17.27 The Chair or the Chief Executive Officer may invite guests to attend specific Board meetings to discuss relevant business.
- 17.28 Directors who wish to invite guests to particular Board meetings must obtain the Chair's agreement to the guest's attendance.
- 17.29 A Director who will be absent from a Board meeting, may request that an observer nominated by the Director (or the Director's nominating Member) attend the meeting in their absence. The Chair must not unreasonably withhold consent for an observer's attendance.
- 17.30 The Board may impose restrictions on the attendance of a guest or an observer, for example:
- (a) the guest or observer may only contribute to items of business if specifically requested by the Board;
 - (b) if part of the meeting is to be held 'in camera' or on a confidential basis, the guest or observer may be asked to leave those parts of the meeting; and
 - (c) the guest or observer may be requested to keep part or all of the information obtained at the meeting strictly confidential.

Minutes

- 17.31 The Chief Executive Officer or a delegate of the Chief Executive Officer will record the minutes of Board meetings.
- 17.32 The minutes must be endorsed by the Chair and circulated to the Directors for comment. The minutes will then be formally adopted through a motion at the following Board meeting.

Conflict of interest

- 17.33 If a Director becomes aware that he or she has a potential conflict of interest, that Director must notify the Board of the nature of the conflict of interest.
- 17.34 If the majority of the Board considers it appropriate, the Board may exclude a Director from discussions and negotiations that relate to the matter in which that Director has a conflict of interest.

PART V – MEMBER'S MEETINGS

18. MEMBER MEETINGS

Annual general meetings

- 18.1 The annual general meeting of the Company will generally be held in September each year, or as determined by the Board provided it meets the requirements of the Act.
- 18.2 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to—
- (a) confirm the minutes of the last annual general meeting and of any general Board meetings held since the last annual general meeting;
 - (b) elect Directors or confirm the default appointments of Directors to the available positions on the Executive; and
 - (c) receive and consider the audited statement of accounts.

Extraordinary meetings

- 18.3 The Board must, if requested in writing by not less than Members holding at least 5% of the votes that may be cast at a general meeting, call an extraordinary general meeting.
- 18.4 A request by Members in accordance with rule 18.3 for an extraordinary meeting—
- (a) must be in writing and state the purpose(s) of the extraordinary meeting including any resolution to be proposed at the meeting; and
 - (b) must be signed by the Members making the request; and
 - (c) must be lodged with the Chief Executive Officer.

Notice of Member meetings

- 18.5 Except if the nature of the business proposed to be dealt with at a general meeting or an extraordinary general meeting requires a special resolution, the Chief Executive Officer must, at least 21 days before the date fixed for the general meeting, advise each Member of the place, date and time of the general meeting and the nature of the business to be dealt with at the general meeting.
- 18.6 If the nature of the business proposed to be dealt with at a general meeting or extraordinary general meeting requires a special resolution, the Chief Executive Officer must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each Member specifying, in addition to the details required under rule 16.8, the intention to propose the resolution as a special resolution.
- 18.7 General meetings of the Members may be called and held at the times and places and in the manner determined by the Board, and the Board may determine that the meeting be held:
- (a) at one or more physical venues;

(b) at one or more physical venues and as a virtual meeting; and

(c) as a virtual meeting only.

18.8 The Company must provide reasonable means by which Members have an adequate opportunity to raise with the Board concerns about the governance of the Company.

18.9 The Board must call a meeting requested pursuant to rule 18.3, within 21 days after the request is given to the Company. The meeting must be held not later than 2 months after the request is given to the Company.

18.10 For the avoidance of doubt, a Member is considered "present" at a general meeting if:

(a) the Representative attends the general meeting by teleconference or videoconference;
or

(b) that Member appoints a proxy and that proxy attends the general meeting in person (or by technology).

Proxies

18.11 A Member who is entitled to vote at a general meeting of Members may appoint the Representative, or another Member or Member's Representative, as their proxy, to attend and vote in the Member's place at a general meeting.

18.12 The proxy must be appointed in writing, in the form required by the Board from time to time.

18.13 If the document appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except in the manner specified in the document.

18.14 A document appointing a proxy is valid at any adjournment of a meeting to which the proxy relates, unless otherwise specified in the document.

18.15 A proxy may be a standing one.

18.16 A document appointing a proxy is invalid unless the document appointing the proxy is received by the Chief Executive Officer at least 48 hours prior to the time for holding the meeting at which the proxy is proposed to vote.

18.17 A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

18.18 Unless the Company has received written notice of the matter before the start of the general meeting at which a proxy vote occurs, a vote cast by a proxy will be valid even if, before the proxy votes, the Member who appointed the proxy:

(a) dies; or

(b) is mentally incapacitated;

- (c) is insolvent;
- (d) revokes the proxy's appointment; or
- (e) revokes the authority under which the proxy was appointed by a third party.

18.19 A challenge to a right to vote at a general meeting may only be made at that general meeting and must be determined by the Chair, whose decision is final.

Quorum of Members

18.20 The quorum for a general meeting of Members is a simple majority of the total number of Members. The quorum must be present at all times during the general meeting.

18.21 If a quorum is not present at a general meeting, that general meeting is dissolved.

Voting

18.22 Each Member gets one vote.

18.23 Except for special resolutions, a resolution at a general meeting must be passed by a simple majority of the votes cast by the Members entitled to vote on the resolution. Special resolutions require a majority of 75% of the votes cast by Members entitled to vote on the resolution.

18.24 In the case of a deadlock, the resolution is determined in the negative. The Chair does not have a second or casting vote.

Passing resolutions without a Members meeting

18.25 The Members may pass a resolution without holding a general meeting if each Member entitled to vote on the resolution signs a document (a "**resolution document**") containing:

- (a) the text of the resolution; and
- (b) a statement that that Member is or those Members are in favour of the resolution.

18.26 For the purpose of rule 18.25, the Members do not need to sign the same resolution document provided each Member signs a document that meets the requirements of rule 18.25. If there is more than one resolution document, the wording of the resolution must be identical in all copies.

18.27 The resolution is passed when the last Member signs a resolution document.

18.28 If a Member sends an email to the Chief Executive Officer setting out the items in rule 18.25, that Member will be deemed to have "signed" a resolution document for the purpose of rules 18.25-18.27.

Chairing general meetings

18.29 The Board must elect a Director present to chair a general meeting or part of it if both the Chair and Deputy Chair are not present or decline to act as chair for the general meeting or part of it.

18.30 If a new chair is to be elected at a general meeting, the following apply:

- (a) the Board must choose a Director to chair that general meeting, subject to the following:
 - (i) the Director that the Board chooses cannot be running at that general meeting for election to any position on the Executive; and
 - (ii) preference should be given to Directors who are officeholders immediately prior to that general meeting, including the Chair.
- (b) if all Directors present are nominated for a position on the Executive, the Chief Executive Officer will have the responsibility of chairing that general meeting.

Guests

- 18.31 The Chair or the Chief Executive Officer may invite guests to attend specific general meetings to discuss relevant business.
- 18.32 Members who wish to invite guests to particular general meetings must obtain the Chair's agreement to the guest's attendance.

Minutes

- 18.33 The Chief Executive Officer or a delegate of the Chief Executive Officer will record the minutes of general meetings.
- 18.34 The minutes must be endorsed by the Chair and circulated to the Members for comment. The minutes will then be formally adopted through a motion at the following general meeting.

PART VI – THE NATIONAL OFFICE

19. NATIONAL OFFICE AND CHIEF EXECUTIVE OFFICER

Purpose of the National Office

- 19.1 The National Office will provide secretariat, administrative, and policy support to the Board.

Appointment of the Chief Executive Officer

- 19.2 The Board will appoint a Chief Executive Officer.
- 19.3 The Company will enter a contract of employment with the Chief Executive Officer for a term that the Board considers appropriate. The Board retains the discretion to determine whether to renew any contract of employment with the Chief Executive Officer.

Role of the Chief Executive Officer

- 19.4 The Chief Executive Officer is not a member of the Board, but has the right to attend and to speak at Board meetings.
- 19.5 The Chief Executive Officer is the head of the National Office.
- 19.6 The Chief Executive Officer is responsible for:

- (a) managing and implementing the Company's business and projects in accordance with the Strategic Plan and the Company's Objects;
- (b) the administrative and financial management of the National Office;
- (c) fulfilling the duties of a company secretary and ensuring that the full range of accountability and reporting requirements is met; and
- (d) any other matters that the Board thinks appropriate.

19.7 The Chief Executive Officer will hold the position of company secretary.

Relationship between the Board and the National Office

19.8 The Chair and the Chief Executive Officer will facilitate communication between the Board and the National Office.

19.9 The Chief Executive Officer will:

- (a) consult the Chair on matters of significance that relate to the Company;
- (b) seek input and direction from the Board through regular Board e-mails, Board meetings, and other communication as he or she considers appropriate;
- (c) at each Board meeting, provide an activity report that reviews the Company's activities against its Strategic Plan;
- (d) annually prepare an Operational Plan for the Board's consideration.

PART VII – COMPANY ASSETS & PROFITS

20. RESTRICTION ON APPLICATION OF PROFITS

20.1 The Company's income and property must only be used to promote the Company's Objects. No part of the Company's income or property may be paid out unless the payment is in accordance with rule 20.2.

20.2 The Company may, at the discretion of the Board, reimburse a Representative or Director for reasonable travelling and other expenses that a Director incurs when engaged in the business of the Company.

21. ASSETS

Assets Register

21.1 The Chief Executive Officer will maintain a register that records the details of all assets that the Company owns ("**Assets Register**").

Surplus assets on winding up

21.2 If the Company is wound up or dissolved, and there remains any property after satisfaction of all the Company's debts and liabilities, this property must be:

- (a) distributed equally to the UDRHs associated with Members existing at the time of the winding up or dissolution; or
- (b) if no current Members exist at that time of the winding up or dissolution—given to the Commonwealth Government.

PART VIII – MISCELLANEOUS PROVISIONS

22. INDEMNITY AND INSURANCE

22.1 To the extent permitted by the Act, the Company indemnifies every person who is or has been a Director, Member, Representative, or Chief Executive Officer against:

- (a) any liability incurred by that person in their capacity as a Director, Member, Representative, or Chief Executive Officer, other than:
 - (i) a liability owed to the Company; or
 - (ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (iii) a liability owed to someone other than the Company or a related body corporate which did not arise out of conduct in good faith.
- (b) any liability for legal costs incurred by that person in their capacity as a Director, Member, Representative, or Chief Executive Officer, other than:
 - (i) in defending or resisting proceedings in which that person is found to have a liability for which that person could not be indemnified under rule 22.1(a)(i); or
 - (ii) in defending or resisting criminal proceedings in which that person is found guilty; or
 - (iii) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the court finds that the grounds for making the order are established (except in relation to costs incurred responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for a court order); or
 - (iv) in connection with proceedings for relief to that person under the Act in which a court denies the relief.

22.2 If the Directors consider it appropriate, the Company may pay a premium in respect of a contract insuring a person who is or has been a Director, Member, Representative, or Chief Executive Officer, against:

- (a) any liability incurred by that person in that capacity, other than a liability which arises out of:
 - (i) conduct involving a wilful breach of a duty owed to the Company; or

- (ii) a contravention of section 182 of the Act (Use of Position) or section 183 of the Act (Use of Information); or
- (b) any liability for legal costs incurred by that person in defending any proceedings whatsoever, without the qualifications set out in rule 22.2(a).

23. REPRESENTING THE COMPANY

- 23.1 No one can represent the Company without the Board's prior approval.
- 23.2 A Director may nominate herself or himself to represent the Company on a particular committee or at a particular conference or public forum.
- 23.3 The Board may nominate one or more Directors to represent the Company on a particular committee or at a particular conference or public forum.
- 23.4 A Director nominated under rule 23.3 can accept or reject that nomination.
- 23.5 Anyone representing the Company must act and comment consistently with the Company's Objects and other policies and interests whilst acting as a representative of the Company.

24. PUBLICATIONS

- 24.1 If a Director authors or co-authors an article or other publication and that Director is referred to as a Director of ARHEN in the body of the proposed article or publication, then drafts of the article or publication must be provided to the full Board for comment prior to publication.
- 24.2 The Chair has responsibility for the final clearance of any article or publication covered by rule 24.1. If the Chair does not clear the article or publication, the Director must not refer to himself or herself as a Director of ARHEN in that article or publication.

25. DEFINITIONS AND INTERPRETATION

- 25.1 In this Constitution, unless the contrary intention appears:
 - (a) **Act** means the Corporations Act 2001.
 - (b) **ARHEN** means the Australian Rural Health Education Network Limited.
 - (c) **ASIC** means the Australian Securities and Investments Commission.
 - (d) **Assets Register** means the register that records the details of all assets owned by the Company.
 - (e) **Board** means the Board of Directors as described in Part IV of the Constitution.
 - (f) **Board meeting** means any meeting of the Board, including an annual general meeting.
 - (g) **Chair** means the Director performing the functions set out in rule 16.19.
 - (h) **Chief Executive Officer** means the person appointed by the Board to fulfil the functions in rule 19.6 whether under the title 'chief executive officer' or other similar title.

- (i) **Company** means the Australian Rural Health Education Network Limited.
- (j) **Company's Objects** means the objects of the Company set out in rule 3.1.
- (k) **Contracting University** is a university listed in Column C of Schedule 1, and has the purpose set out in rule 4.3.
- (l) **Constitution** means this document as amended from time to time.
- (m) **Deputy Chair** means the Director elected to perform the function set out in rule 16.20.
- (n) **Director** means any person occupying the position of director of the Company and includes an alternate Director.
- (o) **Executive** means the executive committee of the Board and includes the Chair, the Deputy Chair, the Treasurer, and the Immediate Past Chair.
- (p) **Immediate Past Chair** is defined in rule 16.14
- (q) **Member** means a university or group of universities described as a Member in rule 4 and listed in Column A of Schedule 1.
- (r) **Member Details** means the details of each Member that must be included in the Members Register.
- (s) **Members Register** means the register of Members Details that the Chief Executive Officer must keep under rule 9.
- (t) **National Office** means the Chief Executive Officer and staff who aid the Chief Executive Officer in providing secretarial, administrative, and policy support to the Company.
- (u) **negotiable instrument** has the meaning it has in the Act.
- (v) **officeholder** means a person holding a position on the Executive: that is, the Chair, Deputy Chair, Treasurer, and Immediate Past Chair.
- (w) **Operational Plan** means an annual report that compares the Company's actual achievements with the goals set out in the most recent Strategic Plan, and details the Company's communication plan for the coming year.
- (x) **Replaceable Rules** means the provisions referred to in section 141 of the Act.
- (y) **Representative** is defined in rule 6.
- (z) **resolution document** means a document satisfying the requirements set out in rule 17.21 or 18.25 (as applicable).
- (aa) **Staff Network** means a group of staff members from more than one UDRH that the Board designates as a "staff network".
- (bb) **Strategic Plan** means a plan detailing the Company's goals for a defined period and the strategies for achieving those goals.

- (cc) **Treasurer** means the Director performing the functions set out in rule 16.21.
- (dd) **UDRH** means a university department of rural health, and includes university departments of rural health that are known by titles other than "University Department of Rural Health".

25.2 In this Constitution unless the contrary intention appears:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) words or expressions defined in the Act have the same meaning;
- (d) headings do not affect construction or interpretation;
- (e) a reference to a person includes a body corporate and a body politic;
- (f) an expression in a rule that deals with a matter dealt with by a particular provision of the Act has the same meaning as in that provision of the Act; and
- (g) "including" and similar expressions are not words of limitation.

ARHEN Constitution

Schedule 1 – as at 30 August 2023

	Column A	Column B	Column C
	Member organisation/s (university, groups of universities and other entities)	University Department of Rural Health	Contracting University (acts on behalf of all member organisations)
1	University of Sydney	Broken Hill University Department of Rural Health	University of Sydney
2	University of Newcastle	University of Newcastle Department of Rural Health	University of Newcastle
3	Flinders University	Flinders Rural and Remote Health NT	Flinders University
4	Flinders University	Flinders Rural and Remote Health SA	Flinders University
5	Monash University	Monash Rural Health	Monash University
6	University of Tasmania	Centre for Rural Health	University of Tasmania
7	University of South Australia	Department of Rural Health	University of South Australia
8	James Cook University	JCU Murtupuni Centre for Rural and Remote Health	James Cook University
9	University of Western Australia Curtin University Edith Cowan University Murdoch University University of Notre Dame Australia	Western Australian Centre for Rural Health	University of Western Australia
10	University of Sydney	University Centre for Rural Health	University of Sydney
11	University of Melbourne	Department of Rural Health	University of Melbourne
12	Deakin University	Deakin Rural Health	Deakin University
13	Charles Sturt University	Three Rivers Department of Rural Health	Charles Sturt University

14	University of Queensland University of Southern Queensland Darling Downs Hospital and Health Service South West Hospital and Health Service	Southern Queensland Rural Health	University of Queensland
15	University of Notre Dame Australia Charles Darwin University Curtin University Edith Cowan University Murdoch University	Majarlin Kimberley Centre for Remote Health	University of Notre Dame Australia
16	La Trobe University	La Trobe Rural Health School	La Trobe University
17	James Cook University	JCU Central Queensland Centre for Rural and Remote Health	James Cook University
18	Edith Cowan University	Department of Rural Health	Edith Cowan University
19	Curtin University	Goldfields Department of Rural Health	Curtin University

Constitution ratified by the Members on 7 September 2023